

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

SCANSOFT, INC.,

Plaintiff,

V.

VOICE SIGNAL TECHNOLOGIES, INC.,  
LAURENCE S. GILLICK, ROBERT S.  
ROTH, JONATHAN P. YAMRON, and  
MANFRED G. GRABHERR,

Defendants.

C.A. No. 04-10353-PBS

**LOCAL RULE 7.1(A)(2)**  
**CERTIFICATION OF COUNSEL**

Pursuant to Local Rule 7.1(A)(2), I hereby certify that on July 7, 2004 I conferred in good faith with Brian M. Donovan, counsel for plaintiff, in an effort to resolve or narrow the issues raised in defendants' Motion for Leave to File Reply Memorandum to Plaintiff's Opposition to Defendants' Motion to Dismiss Counts II, III, IV and V of the Amended Complaint, and that this conference failed to yield a resolution of those issues such that defendants' motion might have been avoided.

/s/ Paul D. Popeo

Dated: July 7, 2004  
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